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SECRETARY OF STATE
AVISION OF CLAPSRATIS

05 APR 21 PM 2: 29

J. Shivers APR 25 2005

TRANSMITTAL LETTER

Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

FROM:

Gary S. Wright

Name (Printed or typed)

465 Summerhaven Dr. Suite C

Address

DeBary, FL 32713

City, State & Zip

(386) 753-0280

Daytime Telephone Number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

<u>OF</u>

CHRISTIAN PEACEMAKING RESOURCES, INC. A FLORIDA NOT FOR PROFIT CORPORATION

ARTICLE I

Name

The name of the corporation is CHRISTIAN PEACEMAKING RESOURCES, INC.

ARTICLE II

Principal Office and Address

The address of the principal office of the Corporation and the mailing address of the Corporation is:

465 Summerhaven Dr. #C, DaBary, FL 32713

ARTICLE III

Duration

The term of existence of the Corporation is perpetual; and the corporate existence will commence on the filing of these Articles of Incorporation by the Department of State

ARTICLE IV

Purpose

The purposes for which the Corporation is organized are:

A) To provide professional level, biblically based, conflict

resolution educational services to churches, ministries, seminaries, colleges, businesses and individuals.

- B) To provide professional dispute resolution assistance to those involved in conflict by providing coaching, mediation, and arbitration services, resolving differences in such a way as to glorify God and reconcile the parties.
- C) No part of the net earnings of the Corporation shall insure to the benefit of, or be distributable to, any Director, Officer, or member of the Corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation, and reasonable expenses may be paid thereto, affecting one or more of the Corporation's purposes), and no Director or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any or the Corporate assets on dissolution of the Corporation. No substantial part of the activities of the corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall neither participate not intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office, at any time.
- D) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as

they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the Regulations as they now exist or as they may be hereafter amended.

. . .

E) Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or such organization to organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Volusia County or by the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V

The initial set of members of this corporation shall be those persons elected to membership by a majority vote of the Board of Directors at the first meeting of the Board of Directors. A person is qualified to be elected as a member if he or she is eighteen

(18) years of age or older. The Board of Directors may terminate at any time the membership of any person, by majority vote, and without cause. The Corporation shall have only one (1) class of membership. The rights and privileges of members shall be set forth in the By-Laws. In the event CHRISTIAN PEACEMAKING RESOURCES, INC. shall be dissolved, the members of this Corporation shall be the trustees of this Corporation then in office.

. . .

Following the election of members at the initial meeting of the Board of Directors, a majority of the members shall elect the new members of the corporation at the annual meeting of members as specified in the By-Laws.

ARTICLE VI

Directors

- A) <u>General Powers</u>. The property, business and affairs of the Corporation shall be controlled and managed by the Board of Directors.
- B) Number and Qualifications. The number of directors of the Corporation shall be no less than three (3), nor more than seven (7). In the event a director who is also a member of the Corporation at the time of his or her election ceases to be a member of the Corporation, such director shall be deemed to have resigned as a director of the Corporation, which resignation shall be effective upon election and qualification of his or her successor: Election of the Directors shall be according to the terms of the By-Laws.

ARTICLE VII

Registered Office and Agent

The initial registered office of the Corporation shall be located at 465 Summerhaven Dr. #C, DeBary, FL 32713. The initial registered agent of the Corporation at that address shall be Gary S. Wright, Esq.

ARTICLE VIII

Incorporators

The names and addresses of the incorporators are:

Gary S. Wright 465 Summerhaven Dr. #C DeBary, FL 32713

Paul L. Cornwell P.O. Box 2575 Winter Park, fL 32790 SECRETARY OF STATE
VISION OF SCREDATE
OF APR 21 PM 2: 29

IN WITNESS WHEREOF, we have subscribed our names this 15^{th} day of April, 2005.

Gary S. Wright

Incorporator

Paul L. Cornwell Incorporator

ACCEPTANCE BY REGISTERED AGENT

I am hereby familiar with and accept the duties and responsibilities as registered agent for said Corporation.

Dated: 4/15/05